

ITEL
CORPORATION
RAIL DIVISION

No.

8-383A219

Date **DEC 19 1978**

Fee \$10.⁰⁰

ICC Washington, D. C.

December 27, 1978

Hon. H.G. Homme, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. **9924-C** Filed 1425

DEC 29 1978-9 05 AM

Dear Sir:

INTERSTATE COMMERCE COMMISSION

Enclosed for filing with and recording by the Interstate Commerce Commission are the following: One original, two counterparts and three photocopies of Rider No. 1 to that certain Lease Agreement dated as of March 13, 1978 and previously assigned recordation number 9924, between ITEL Corporation, acting through its Rail Division, Two Embarcadero Center, San Francisco, California, 94111 and Providence and Worcester Company, 1 Depot Square, Woonsocket, Rhode Island, 02895 covering the following railroad equipment:

300 100-ton, 60' general purpose boxcars bearing the identifying numbers PW 60001 through 60300 both inclusive, and the words "OWNERSHIP SUBJECT TO A SECURITY AGREEMENT FILED UNDER THE INTERSTATE COMMERCE COMMISSION", printed on each side of each unit.

Also enclosed is our check in the amount of \$10., payable to the Interstate Commerce Commission, being the prescribed fee for filing and recording the foregoing document.

Please return all additional copies of the enclosed counterparts not required by the Interstate Commerce Commission to Allen Harrison, Esq., of Wilmer, Cutler and Pickering, who will be delivering this letter on our behalf.

Very truly yours,

Ruth Meyler
Ruth Meyler
Associate/Legal Services
ITel Transportation Services Group

RMac

**TWO EMBARCADERO CENTER
SAN FRANCISCO
CALIFORNIA 94111
(415) 955-9090
TELEX 34-234**

RECEIVED
DEC 29 8 58 AM '78
I.O.C.
FEE OPERATION BR.

Rider No. 1 to the Lease Agreement made as of March 13, 1978, between
ITEL CORPORATION, RAIL DIVISION and PROVIDENCE AND WORCESTER COMPANY.

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INTERSTATE COMMERCE COMMISSION

A New Section 1C is added as follows:

"Itel Rail and Lessee agree that, as between themselves, Lessee shall be entitled to claim the benefits of any available Investment Tax Credit for Federal Income Tax purposes in accordance with the Internal Revenue Code and the regulations promulgated thereunder in connection with the acquisition of the Cars set forth on Equipment Schedule No. 1 to the Agreement. Such Cars shall be new equipment when delivered to Lessee hereunder and Itel Rail agrees to execute such documents as may be required to permit Lessee to claim any Investment Tax Credits relating to such Cars."

ITEL CORPORATION, RAIL DIVISION

BY: 

TITLE: Vice President, Finance

DATE: November 16, 1978

PROVIDENCE AND WORCESTER COMPANY

BY: 

TITLE: President

DATE: September 14, 1978

STATE OF NEW YORK.....)
COUNTY OF WESTCHESTER.....)

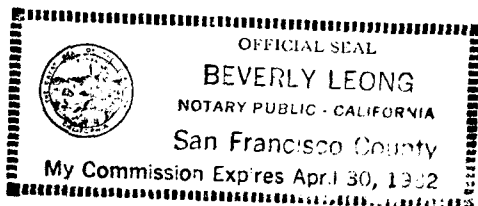
On this 14th day of September, before me personally appeared Robert H. Eder, to me personally known, who being by me duly sworn says that such person is President of Providence and Worcester Company, that the foregoing Rider No. 1 to the Lease Agreement made as of March 13, 1978, was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Roberta V. Wittenberg
Notary Public

ROBERTA V. WITTENBERG
Notary Public, State of New York
No. 31-4602243
Qualified in New York County
Qualified in Westchester County
Commission Expires March 30, 1980

STATE OF California)
COUNTY OF San Francisco)

On this 16th day of November 1978, before me personally appeared DONALD H. GLEASON, to me personally known, who being by me duly sworn says that such person is Vice President of ITEL Corporation, Rail Division, that the foregoing Rider No. 1 to the Lease Agreement made as of March 13, 1978, was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Beverly Leong
Notary Public

I, Beverly Long being a
notary public, do hereby certify that I have
compared this copy with the original document
and that it is a true and correct copy in all
respects.

